

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	
)	
NORTHWESTERN CORPORATION,)	Chapter 11
)	
Debtor.)	Case No. 03-12872 (CGC)
)	
MAGTEN ASSET MANAGEMENT)	
CORPORATION & LAW DEBENTURE)	
TRUST COMPANY OF NEW YORK,)	
)	
Plaintiffs,)	Adversary Proceeding
)	Case No. 04-53324 (CGC)
v.)	
)	
NORTHWESTERN CORPORATION,)	
)	
Defendant.)	
)	

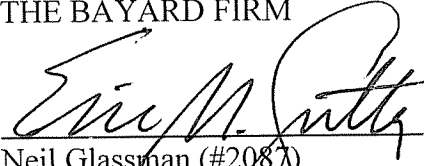
**JOINDER OF THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS OF NORTHWESTERN CORPORATION IN DEBTOR'S
REPLY IN FURTHER SUPPORT OF ITS MOTION TO DISMISS THE
COMPLAINT OF MAGTEN ASSET MANAGEMENT CORPORATION
AND LAW DEBENTURE TRUST COMPANY OF NEW YORK**

The Official Committee of Unsecured Creditors (the "Committee") appointed in the above-captioned chapter 11 case of NorthWestern Corporation, by and through its undersigned counsel, hereby joins in the Debtor's Reply In Further Support of Its Motion To Dismiss The Complaint of Magten Asset Management Corporation and Law Debenture Trust Company of New York For Failure To State A Claim Upon Which Relief Can Be Granted.

WHEREFORE, the Committee respectfully requests that this Court dismiss the Complaint and grant such other relief as may be just and proper.

Dated: July 9, 2004

THE BAYARD FIRM

A handwritten signature in black ink, appearing to read "Eric M. Suttly", is written over a horizontal line.

Neil Glassman (#2087)
Charlene D. Davis (#2336)
Eric M. Suttly (#4007)
222 Delaware Avenue, Suite 900
P.O. Box 25130
Wilmington, Delaware 19899
(302) 650-5000

- and -

PAUL, WEISS, RIFKIND, WHARTON
& GARRISON LLP

Alan W. Kornberg
Ephraim I. Diamond
Talía Gil
1285 Avenue of the Americas
New York, New York 10019
(212) 373-3000

Attorneys for the Official Committee
of Unsecured Creditors